

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

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|---|---|-------------------------------|
| PENNSYLVANIA EMPLOYEE BENEFIT TRUST FUND, on behalf of itself and others similarly situated, |) | |
| |) | |
| Plaintiffs, |) | |
| |) | |
| v. |) | |
| |) | Civil Action No. 05-75 (SLR) |
| ZENECA, INC. and ASTRAZENECA PHARMACEUTICALS, L.P., |) | |
| |) | |
| Defendants. |) | |
| |) | |
| LINDA A. WATTERS, Commissioner, Offices of Financial and Insurance Services for the State of Michigan in her capacity as Rehabilitator of The Wellness Plan and in her capacity as Liquidator of Michigan Health Maintenance Organization Plans, Inc., formerly known as OmniCare Health Plan, Inc., individually and on behalf of all others similarly situated, |) | |
| |) | Civil Action No. 05-196 (SLR) |
| Plaintiff, |) | |
| |) | |
| vs. |) | |
| ASTRAZENECA PHARMACEUTICALS, LP, and ZENECA, INC., |) | |
| |) | |
| Defendants. |) | |
| |) | |
| JOSEPH MACKEN, on behalf of himself and all others similarly situated, |) | |
| |) | |
| Plaintiff, |) | |
| |) | Civil Action No. 05-220 (SLR) |
| vs. |) | |
| ASTRAZENECA PHARMACEUTICALS LP; AND ZENECA, INC., |) | |
| |) | |
| Defendants. |) | |
| |) | |

**DEFENDANTS' [PROPOSED] SCHEDULING ORDER SUBMITTED FOR JUNE 23,
2005 SCHEDULING CONFERENCE**

At Wilmington this ____ day of _____ 2005, the parties having satisfied their obligations under Fed. R. Civ. P. 26(f), and the court having conducted a pretrial scheduling conference pursuant to Fed. R. Civ. P. 16 and D. Del. LR 16.2(a) and (b).

IT IS ORDERED that:

1. **Pre-Discovery Disclosures.** The parties will exchange the information required by Fed. R. Civ. P. 26(a)(1) and D. Del. LR 16.2 within thirty (30) days after the later of (a) the resolution of Defendants' motion to dismiss, or (b) if allowed, the filing of an amended complaint.

2. **Discovery.**

(a) As reflected in Paragraphs 23 through 25 of [Proposed] Pretrial Conference Order No. 1 ("PPTO-1"), discovery in this action shall be coordinated with discovery in the Related Individual Cases (as defined in PPTO-1) and the Related State Class Actions (as defined in PPTO-1). Discovery in this action shall be conducted in two phases. In Phase 1, the parties shall conduct discovery on issues concerning class certification ("Class Certification Discovery"). In Phase 2, the parties shall conduct discovery on issues concerning the merits of this action ("Merits Discovery"). Non-Expert Class Certification Discovery shall commence no earlier than thirty (30) days after the later of (a) the resolution of Defendants' motion to dismiss, or (b) if allowed, the filing of an amended complaint ("Non-Expert Class Certification Discovery Commencement Date"). The dates for commencement and completion of Merits Discovery shall be set at a scheduling conference to be held after the resolution of the Class Certification Motion (as defined below).

(b) All non-expert Class Certification Discovery shall be commenced in time to be completed within one hundred eighty (180) days of the Non-Expert Class Certification Discovery Commencement Date ("Non-Expert Class Certification Discovery Cut-Off").

(c) In Phase 1, a maximum of fifty (50) interrogatories by each party to each other party.

(d) In Phase 1, a maximum of fifty (50) requests for admission by each party to each other party.

(e) In Phase 1, a maximum of twenty-five (25) depositions by Plaintiffs and twenty-five (25) by Defendants.

(f) Each deposition shall be limited to a maximum of seven hours, exclusive of breaks, unless extended by agreement of the parties or by order of the Court.

(g) Plaintiffs' reports from retained experts under Rule 26(a)(2) on issues related to class certification ("Initial Class Certification Expert Reports") shall be served within thirty (30) days after the Non-Expert Class Certification Discovery Cut-Off. Depositions of witnesses providing Initial Class Certification Expert Reports shall be completed within thirty (30) days after service of Initial Class Certification Expert Reports. Defendants' rebuttal expert reports on issues related to class certification ("Rebuttal Class Certification Expert Reports") shall be served within sixty (60) days after service of Initial Class Certification Expert Reports. Depositions of witnesses providing Rebuttal Class Certification Expert Reports shall be completed within fifteen (15) days after service of Rebuttal Class Certification Expert Reports.

(h) **Discovery Disputes.** Any discovery dispute shall be submitted to the court pursuant to Fed. R. Civ. P. 37. During the course of discovery, each party is limited to **two (2)** Rule 37 motions. The court shall make itself available, however, to resolve through a telephone conference, disputes that arise during the course of a deposition and disputes related to entry of a protective order.

3. **Joinder of other Parties, Amendment of Pleadings, and Class Certification.**

All motions to join other parties and amend the pleadings shall be filed within ninety (90) days after the Non-Expert Class Certification Discovery Commencement Date. Plaintiffs' motion to certify a class action ("Class Certification Motion") shall be filed within thirty (30) days after the Non-Expert Class Certification Discovery Cut-Off. Defendants' Opposition to the Class Certification Motion ("Class Certification Opposition") shall be filed within sixty (60) days after the filing of the Class Certification Motion. Plaintiffs' Reply to the Class Certification Opposition shall be filed within thirty (30) days after the filing of the Class Certification Opposition.

4. **Settlement Conference.** Pursuant to 28 U.S.C. § 636, this matter is referred to Magistrate Judge Thyng for the purposes of exploring ADR.

5. **Summary Judgment Motions.** The deadline for the filing and service of motions for summary judgment shall be set during the scheduling conference on Merits Discovery, as set forth in Paragraph 2(a) above.

6. **Applications by Motion.** Any application to the court shall be by written motion filed with the clerk. Unless otherwise requested by the court, counsel shall not deliver copies of papers or correspondence to chambers. **Any nondispositive motion shall contain the statement required by D. Del. LR 7.1.1.**

7. **Motions in Limine.** The dates for the filing and service of motions in limine and responses thereto shall be set during the scheduling conference on Merits Discovery, as set forth in Paragraph 2(a) above.

8. **Pretrial Conference.** The date and time for the pretrial conference shall be set during the scheduling conference on Merits Discovery, as set forth in Paragraph 2(a) above.

9. **Trial.** The date of commencement and the length of the trial in this action shall be set during the scheduling conference on Merits Discovery, as set forth in Paragraph 2(a) above.

United States District Judge